

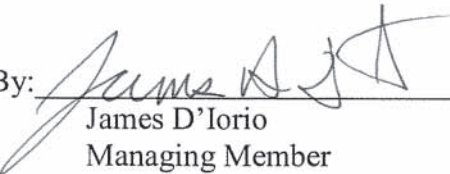
**CORPORATE RESOLUTION
OF
THE MAJORITY MEMBERS
OF
SARATOGA SPRINGS PARTNERS, LLC**

Upon considering the financial condition of Saratoga Springs Partners, LLC, a Limited Liability Company organized and existing under the laws of the State of New York, and the imminent foreclosure of the Rip Van Dam Hotel Project site, even though financing has been secured, and upon the majority consent of the Majority Members, it is

RESOLVED, that the Company must file a Chapter 11 bankruptcy petition and James D'Iorio, Authorized Representative and Majority Member on behalf of Saratoga Springs Partners, LLC, was given authority to take action as necessary, and James D'Iorio as the Company's Authorized Representative and Majority Member, shall execute the necessary petition and schedules, and that Hodgson Russ LLC be retained to represent the Company in the bankruptcy proceeding.

DATED: April 17, 2019

SARATOGA SPRINGS PARTNERS, LLC

By: 
James D'Iorio
Managing Member